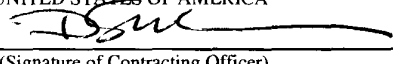


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				I. CONTRACT ID CODE R	PAGE OF PAGES 1 9
2. AMENDMENT/MODIFICATION NO. P00138		3. EFFECTIVE DATE 01-Jul-2004		4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE	
6. ISSUED BY 45 CONS/LGCZL 1201 EDWARD H WHITE II ST PATRICK AFB FL 32925-3237		CODE FA2521		7. ADMINISTERED BY (If other than item 6) 45 CONS/LGCZL 1201 EDWARD H. WHITE II ST. PATRICK AFB FL 32925-3237	
				CODE FA2521	
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) SVERDRUP TECHNOLOGY, INC. DAVE PICKERING 600 WILLIAM NORTHERN BLVD. TULLAHOA TN 37388				9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
				X 10A. MOD. OF CONTRACT/ORDER NO. F08650-98-C-0035	
				X 10B. DATED (SEE ITEM 13) 23-Apr-1998	
CODE 07486		FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended. <input type="checkbox"/> is not extended.					
Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.					
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Schedule					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) Unilateral pr FAR Clause 52.232.22 Limitation of Funds APR 1984					
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not. <input type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) See Schedule POC Brad Richardson (321) 494-5560 Email: Brad.Richarson@patrick.af.mil					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
15A. NAME AND TITLE OF SIGNER (Type or print)			16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) DOUG MELIN / CONTRACTING OFFICER TEL: 321-494-2242 EMAIL: doug.melin@patrick.af.mil		
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C. DATE SIGNED		16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)	
				16C. DATE SIGNED 01-Jul-2004	

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

STANDARD FORM 30 (Rev. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Standard Form 30 (Block 14 continued)

A. The purpose of this unilateral modification is to realign funds from CLIN 0031 to CLIN 0035 that were previously transferred in modification P00133; add funding to CLIN 0031; increase CLIN 0034AB and CLIN 0034AC; and change the DFAS Payment Office.

1. Decrease funds for CLIN 0031 in the amount of \$149,328.00 and move them to CLIN 0035. Add new funds to CLIN 0031 in the amount of \$149,328.00 (PR# F13SLS4099077). Add additional funds to CLIN 0031 in the amount of \$482,909.00 (PR# F70RMA41660200).

2. Increase CLIN 0034AB in the amount of \$32,194.00.

3. Increase CLIN 0034AC in the amount of \$16,097.00

4. Increase the Funding and Estimated cost of CLIN 0035 in the amount of \$149,328.00

5. EFFECTIVE 1 JULY 2004 THIS CONTRACT WILL BE PAID BY THE DAYTON FIELD SITE. AS OF 1 JULY 2004 ALL INVOICES CURRENTLY SUBMITTED TO DFAS ORLANDO OR DFAS SAN BERNARDINO WILL NOW BE SENT TO:

DFAS DAYTON AT DFAS-BFVD/DY, P.O. BOX 369024, COLUMBUS, OH 43236-9024.

INVOICES CURRENTLY BEING SUBMITTED TO OTHER THAN BLOCK 18a WILL CONTINUE TO BE SUBMITTED TO THAT LOCATION. THE NEW PAYING OFFICE DODAAC WILL BE F03000.

SEE REVISED PAGE 24 OF 65.

B. PART I - THE SCHEDULE**1. SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS****SUMMARY OF CHANGES --"SUMMARY OF CHANGES FOR THE PAYMENT OFFICE"**

Page Ref	CLIN	Changed From	Changed To	Net Change
SF 33	Block 20	\$288,908,932.60	\$289,541,169.60	\$632,237.00
15 of 65	0031 (funded amount)	\$39,367,791.00	\$39,850,700.00	\$482,909.00
15 of 65	0031 (est. amount)	\$39,367,791.00	\$39,850,700.00	\$482,909.00
15 of 65	0034AB	\$2,168,416.00	\$2,200,610.00	\$32,194.00
15 of 65	0034AC	\$357,871.00	\$373,968.00	\$16,097.00
15 of 65	Total CLIN 0034	\$4,244,069.00	\$4,292,360.00	\$48,291.00
16 of 65	0035 (funded amount)	\$71,574.00	\$220,902.00	\$149,328.00
16 of 65	0035 (est. amount)	\$71,574.00	\$220,902.00	\$149,328.00
16 of 65	Total CLIN 0034 Award Fee	\$4,244,069.00	\$4,292,360.00	\$48,291.00
16 of 65	Est. Cost (CLIN 0035)	\$71,574.00	\$220,902.00	\$149,328.00
16a of 65	Opt 6 Total	\$47,472,071.00	\$48,152,599.00	\$680,528.00
16a of 65	Total Est. Amount FY98-FY04	\$291,130,278.60	\$292,130,278.60	\$680,528.00

Total Net Change to Section B: \$680,528**2. SECTION G - CONTRACT ADMINISTRATION DATA**

a. Page 23g of 65, add the following Purchase Requests (PRs):

ACRN GA	Add PR#	F13SLS40990700	\$149,328	(P00138)
ACRN GC	Add PR#	F 70RMA41660200	\$419,273	(P00138)
ACRN GD	Add PR#	F 70RMA41660200	\$63,636	(P00138)

b. Change ACRN totals as follows:

Page #	ACRN	Changed From	Changed To	Net Change
23g of 65	GA	\$28,842,803.00	\$28,992,131.00	\$149,328.00
23g of 65	GC	\$7,768,940.00	\$8,188,213.00	\$419,273.00
23g of 65	GD	\$2,335,227.00	\$2,398,863.00	\$63,636.00

Total Net Change in Section G: Increase of \$ 632,237.00

C. As a result of the above referenced changes, remove the contract pages listed under Column I and insert the revised pages listed under Column II. A vertical line in the right margin annotates all changes.

<u>Column I (Remove)</u>	<u>Column II (Insert)</u>
Page 15	Page 15
Page 16	Page 16
Page 16a	Page 16a
Page 23g	Page 23g
Page 24	Page 24

D. All other terms and conditions remain the same.

////////////////////////////////////END PAGE////////////////////////////////////

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)**Launch Operations and Support Contract****Option Period 6 - FY 04 (1 Oct 03 - 30 Sep 04)**

Item No.	Description	Est. Cost																
0031	<p>Operations and Maintenance, Operations and Support and Operations and Management</p> <p>The contractor shall furnish all necessary supplies and services required to perform program and business management, cost reporting and segregation, environmental, industrial security, technical data, safety, exercises, training and other related items as required by launch program in accordance with the Statement of Work for the LO&SC, dated <u>April 1998</u>, and the performance standards document.</p> <p><u>COST-PLUS-AWARD-FEE</u></p> <table><thead><tr><th></th><th><u>Est Amt.</u></th><th><u>Unfunded</u></th><th><u>Funded</u></th></tr></thead><tbody><tr><td>Funding</td><td>\$39,367,791</td><td>\$0</td><td>\$39,850,700</td></tr><tr><td></td><th><u>From</u></th><th><u>Change</u></th><th><u>To</u></th></tr><tr><td>Est. Cost</td><td>\$39,367,791</td><td>\$482,909</td><td>\$39,850,700</td></tr></tbody></table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$39,367,791	\$0	\$39,850,700		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$39,367,791	\$482,909	\$39,850,700	\$39,850,700
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$39,367,791	\$0	\$39,850,700															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$39,367,791	\$482,909	\$39,850,700															
0032	<p>Systems Management</p> <p>The contractor shall furnish all necessary supplies and services required to perform systems engineering, safety engineering, logistics support analysis, configuration management, procedure development, and studies in accordance with the Statement of Work for the LO&SC, dated <u>April 1998</u>, and the performance standards document.</p> <p><u>COST-PLUS-AWARD-FEE</u></p> <table><thead><tr><th></th><th><u>Est Amt.</u></th><th><u>Unfunded</u></th><th><u>Funded</u></th></tr></thead><tbody><tr><td>Funding</td><td>\$3,788,637</td><td>\$0</td><td>\$3,788,637</td></tr><tr><td></td><th><u>From</u></th><th><u>Change</u></th><th><u>To</u></th></tr><tr><td>Est. Cost</td><td>\$2,776,250</td><td>\$1,012,387</td><td>\$3,788,637</td></tr></tbody></table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$3,788,637	\$0	\$3,788,637		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,776,250	\$1,012,387	\$3,788,637	\$ 3,788,637
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$3,788,637	\$0	\$3,788,637															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,776,250	\$1,012,387	\$3,788,637															
0033	<p>Data</p> <p>The contractor shall furnish all necessary supplies and services required to deliver data as set forth in the Accessible Data Products Lists, and Appendix K of the Statement of Work.</p> <p><u>COST-PLUS-AWARD-FEE</u></p>	NSP																
0034	<p>Award Fee Pool</p> <p>(In accordance with Award Fee Plan)</p>																	
0034AA	<p>Award Fee Pool</p> <p>(1 Oct 03 through 28 Feb 04)</p> <table><thead><tr><th></th><th><u>From</u></th><th><u>Change</u></th><th><u>To</u></th></tr></thead><tbody><tr><td>Est. Cost</td><td>\$1,789,356</td><td>-\$71,574</td><td>\$1,717,782</td></tr></tbody></table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$1,789,356	-\$71,574	\$1,717,782	\$ 1,717,782								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$1,789,356	-\$71,574	\$1,717,782															
0034AB	<p>Award Fee Pool</p> <p>(1 Mar 04 through 31 Aug 04)</p> <table><thead><tr><th></th><th><u>From</u></th><th><u>Change</u></th><th><u>To</u></th></tr></thead><tbody><tr><td>Est. Cost</td><td>\$2,168,416</td><td>\$32,194</td><td>\$2,200,610</td></tr></tbody></table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,168,416	\$32,194	\$2,200,610	\$ 2,200,610								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,168,416	\$32,194	\$2,200,610															
0034AC	<p>Award Fee Pool</p> <p>(1 Sep 04 through 30 Sep 04)</p> <table><thead><tr><th></th><th><u>From</u></th><th><u>Change</u></th><th><u>To</u></th></tr></thead><tbody><tr><td>Est. Cost</td><td>\$357,871</td><td>\$16,097</td><td>\$373,968</td></tr></tbody></table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$357,871	\$16,097	\$373,968	\$ 373,968								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$357,871	\$16,097	\$373,968															
	TOTAL PROPOSED AWARD FEE	\$ 4,292,360																

Modification P00138 to F08650-98-C-0035**Page 15 of 65**

Option Period 6 - FY 04 (1 Oct 03 - 30 Sep 04)

\$ 48,152,599

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract

SUMMARY

1. Total Estimated Amount - FY 98 (Basic Period) (CLINs 0001 - 0005)	1 May 98 - 30 Sep 98	\$	11,102,555.60
2. Total Estimated Amount - FY 99 (Option Period 1) (CLINs 0006-0010)	1 Oct 98 - 30 Sep 99	\$	40,477,598.00
3. Total Estimated Amount - FY 00 (Option Period 2) (CLINs 0011-0015)	1 Oct 99 - 30 Sep 00	\$	42,981,310.00
4. Total Estimated Amount - FY 01 (Option Period 3) (CLINs 0016-0020)	1 Oct 00 - 30 Sep 01	\$	47,417,899.00
5. Total Estimated Amount - FY 02 (Option Period 4) (CLINs 0021-0025)	1 Oct 01 - 30 Sep 02	\$	46,899,382.00
6. Total Estimated Amount - FY 03 (Option Period 5) (CLINs 0026-0030)	1 Oct 02 - 30 Sep 03	\$	55,098,935.00
7. Total Estimated Amount - FY 04 (Option Period 6) (CLINs 0031-0035)	1 Oct 03 - 30 Sep 04	\$	48,152,599.00
TOTAL ESTIMATED AMOUNT FY 98-04 (Items 1-7)		\$	292,130,278.60

Modification P00138 to Contract F08650-98-C-0035

Page 16a of 65

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/CPN Recip DODAAD</u> <u>Acct Class Data Supplemental Accounting Classification Information</u>	<u>Obligated</u> <u>Amount</u>
GA	5743400 304 83LE 213099 010000 555L0 35182F 662400 F62400	\$28,992,131
	PR# F50RMS31810200 = \$13,844,545 P00130	
	PR# F50RMS32890100 = \$13,844,546 P00133	
	PR# F50RMS32650800 = \$1,153,712 P00136	
	PR# F13SLS40990700 = \$149,328 P00138	
GC	5743400 304 83LE 21309D 010000 555L0 35119F 662400 F62400	\$8,188,213
	PR# F50RMS31810200 = \$3,729,091 P00130	
	PR# F50RMS32890100 = \$3,729,091 P00133	
	PR# F50RMS32650800 = \$310,758 P00136	
	PR# F70RMA41660200 = \$419,272 P00138	
GD	5743400 304 83LE 21309S 010000 555L0 33605F 662400 F62400	\$2,398,863
	PR# F50RMS31810200 = \$1,120,909 P00130	
	PR# F50RMS32890100 = \$1,120,909 P00133	
	PR# F50RMS32650800 = \$93,409 P00136	
	PR# F70RMA41660200 = \$63,636 P00138	
GE	5743400 304 83LE 21309T 010000 555L0 35144F 662400 F62400	\$5,786,932
	PR# F50RMS31810200 = \$2,777,728 P00130	
	PR# F50RMS32890100 = \$2,777,727 P00133	
	PR# F50RMS32650800 = \$231,477 P00136	
GF	573400 304 83LE 264D21 01000 52100 31378F 662400 F62400	
	PR# FQ252040140900 = \$211,882 P00135	\$211,882

G-2. CONTRACT ADMINISTRATION DATA

- (a) The address and phone number of the paying office are:

DFAS-BFVD/DY
 1050 FORRER BLVD.
 P.O. BOX 369024
 COLUMBUS, OHIO 43236-9024
 Phone: 1-800-756-4571 FAX: 1-866-244-28924
 Email address: CCO-DY-VPIS@DFAS.MIL

- (b) The address and telephone number of the government Contracting Officer and Contract Specialist are:

Contracting Officer	Contract Specialist
45 CONS/LGCZL	45CONS/LGCZL
1201 Edward H. White II, St., MS #7200	1201 Edward H. White II, St., MS #7200
Bldg. 423, Rm N204	Bldg. 423, Rm N204
Patrick AFB, FL 32925-3238	Patrick AFB, FL 32925-3238
Phone # (321) 494-2242	Phone # (321) 494-5560/7093
Fax #: (321) 494-9519	Fax #: (321) 494-9519

- (c) The address and telephone number of the Chief Quality Assurance Program Coordinator are:

Name: 45 LG/LGPQR
Address: 14640 Hangar Road
 Suite 2220, MS 2038
 Patrick AFB, FL 32925-3238
Telephone #: (407) 853-0907

G-3 SUBMISSION OF INVOICES

(a) In accordance with the clause entitled "Allowable Cost and Payment", the contractor shall submit invoices/vouchers and any required supplemental statements to the cognizant Defense Contract Audit Agency (DCAA) for verification and transmittal in proper form to the paying office. Vouchers must indicate amounts invoiced **by SubCLINs**. One copy of each voucher submitted to DCAA shall be forwarded to the Contracting Officer, 45 CONS/LGCZL, 1201 Edward H. White II, St., MS #7200, Bldg 423, Rm N204, Patrick AFB FL 32925-3238 at the time of submission.

(b) Invoices for award fee. The Contracting Officer will advise the contractor of the amount of award fee granted by the Fee Determining Official (FDO). The invoice for the award fee shall be submitted to 45 CONS/LGCZL for verification and transmittal to the paying office.

(c) Upon receipt of final invoice/voucher, the contract auditor will prepare a final audit report which will be submitted to 45 CONS/LGCZL, 1201 Edward H. White II, St., MS #7200, Bldg 423, Rm N204, Patrick AFB FL 32925-2655 for technical verification and submission to the paying office.

G-4 CONTRACTOR'S CONTRACT ADMINISTRATION

The Contractor's contract administration functions will be performed at the following address:

Name/Title: Contracts Manager
Office Symbol: SvT
Address: Sverdrup Technology, Inc.
 PO Box 526
 Cape Canaveral FL 32920
Telephone: (407) 853-7812 **Fax:** (407) 853-0222